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E-Filed on 10/10/07

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Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

USA CAPITAL REALTY ADVISORS,
LLC,

USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

USA CAPITAL FIRST TRUST DEED
FUND, LLC,

USA SECURITIES, LLC,

Debtors.

Affects:

- ☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**STIPULATION RE WITHDRAWAL
OF OBJECTION AND
ALLOWANCE OF PROOFS OF
CLAIM FILED BY DEBT
ACQUISITION COMPANY OF
AMERICA**

Date of hearing: October 15, 2007
Time of hearing: 9:30 a.m.

1. The USACM Liquidating Trust (the "USACM Trust"), and Debt Acquisition Company of America, LLC ("DACA"), stipulate: The claims of each of the parties named below (the "Claimants") were assigned of record by each of the Claimants to DACA ("DACA Claims"):

Claimant	Proof of Claim No.	Date Filed	Priority Amount	Unsecured Amount
Pompeo J. Lombardi	10725-00780	10/27/2006	\$10,000.00	\$33,017.52
Dalton Maffett	10725-00904	10/27/2006	\$10,000.00	\$10,067.97
Oliver Puhr	10725-00783	10/27/2006	\$10,000.00	\$21,762.33
Tom Stewart	10725-00779	10/27/2006	\$10,000.00	\$27,037.93
Janet Szabo	10725-00781	10/27/2006	\$10,000.00	\$15,107.97

2. On March 23, 2007, the USACM Trust filed an Omnibus Objection to Commission Claims Asserting Priority Status [DE 3255] including the DACA Claims, objecting to the priority status of the Commission Claims filed by DACA, arguing that the Claims are not entitled to priority status and requested that the claims be reclassified as general unsecured claims.

3. On April 19, 2007, DACA filed the Memorandum of Points and Authorities in Response to Objection to Claim Nos. 10725-00779, 10725-00780, 10725-00781, 10725-00783 and 10725-00904 [DE 3492].

4. On April 19, 2007, DACA filed the Declaration of Howard Justus in Response to Objection to Claim Nos. 10725-00779, 10725-00780, 10725-00781, 10725-00783 and 10725-00904 assigned to DACA [DE 3493].

5. On April 19, 2007, DACA filed the Declaration of Tom Stewart in Response to Objection to Claim No. 10725-00779 assigned to DACA [DE 3495].

6. On April 19, 2007, DACA filed the Declaration of Pompeo Lombardi in Response to Objection to Claim No. 10725-00780 assigned to DACA [DE 3496].

7. On April 19, 2007, DACA filed the Declaration of Oliver Puhr in Response to Objection to Claim No. 10725-00783 assigned to DACA [DE 3497].

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8. On April 23, 2007, DACA filed the Declaration of Janet Szabo in Response to Objection to Claim No. 10725-00781 assigned to DACA [DE 3524].

9. On April 26, 2007, a hearing was held on the USACM Trust's Objection to the DACA Claims. The hearing was continued from time to time to October 15, 2007.

10. The parties have met and conferred and agree that the USACM Trust will withdraw its objection and the priority portion of the DACA Claims will be allowed as a priority wage claim in the priority amounts specified as follows to be paid by USA Commercial Mortgage Company from the reserve, without prejudice as to the USACM Trust's bringing a claim against the Claimants, or any of them:

Claimant	Proof of Claim No.	Date Filed	Priority Amount
Pompeo J. Lombardi	10725-00779	10/27/2006	\$10,000.00
Dalton Maffett	10725-00780	10/27/2006	\$10,000.00
Oliver Puhrr	10725-00781	10/27/2006	\$10,000.00
Tom Stewart	10725-00783	10/27/2006	\$10,000.00
Janet Szabo	10725-00904	10/27/2006	\$10,000.00

11. The USACM Liquidating Trust reserves the right to further object to the unsecured portion of any of the DACA Claims or to any other claims filed by any of the Claimants.

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12. The hearing scheduled on October 15, 2007 at 9:30 a.m. may be vacated.

DATED: October 10, 2007.

LEWIS AND ROCA LLP

By: /s/ RC (#6593)

Susan M. Freeman, AZ 4199 (*pro hac vice*)

Rob Charles, NV 6593

Counsel for USACM Liquidating Trust

-and-

DATED: October 10, 2007.

KIRBY & McGUINN, APC

By: /s/ Dean T. Kirby, Jr.

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